

RECORDATION NO. 17892-BB FILED

SEP 16 '03 8-17 AM

SURFACE TRANSPORTATION BOARD

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September 15, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of July 7, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 17892.

The names and addresses of the parties to the enclosed document are:

Assignor: Manufacturers and Traders
Trust Company
(successor in interest to Allfirst Bank)
One M&T Plaza
Buffalo, NY 14240

Assignee: M&T Credit Corporation
One M&T Plaza
Buffalo, NY 14240

Mr. Vernon A. Williams
September 15, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

There is no new, additional or substituted equipment associated with this filing.

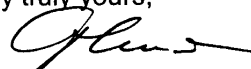
A short summary of the document to appear in the index follows:

Memorandum of Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF ASSIGNMENT SEP 16 '03 8-17 AM
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum") dated as of July 7, 2003 is by and between MANUFACTURERS AND TRADERS TRUST COMPANY (successor in interest to Allfirst Bank), a New York chartered bank ("M&T Bank") and M&T CREDIT CORPORATION, a New York corporation ("M&T Credit").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. M&T Bank, as lessor and debtor, as appropriate, is a party to certain lease and security documents (the "M&T Documents") recorded at the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

B. M&T Bank, as assignor, and M&T Credit, as assignee, are parties to that certain Assignment Agreement and Acceptance Agreement, each dated as of July 7, 2003, pursuant to which M&T Bank has assigned to M&T Credit, and M&T Credit has accepted from M&T Bank, M&T Bank's interest, rights and obligations in the M&T Documents (the "Assignment of M&T Bank's Interest").

C. The Assignment of M&T Bank's Interest affects M&T Documents bearing recordation numbers assigned by the Surface Transportation Board as follows:

1. 15793
2. 17892
3. 19147
4. 20187
5. 20892

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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